

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| OMB APP | ROVAL |
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| OMB Number: | 3235-0076 |
| Expires: | May 31, 2008 |
| Estimated average | |
| hours per form | 16.00 |

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|-------------------------|-----------------------|---|-------------------|-------------------|-------------|----------------------|---|---------------------|
| Name of Offering | (check if this is | an amendment and nam | ne has changed | and indicate ch | ange.) | | | |
| Waterton Fu | ind IX Invest | ors 2007, L.L. | C | | | | | |
| Filing Under (Check I | box(es) that apply): | Rule 504 | Rule 505 | | ☐ Sec | ction 4(6) | X UL0E | NSMIA |
| Type of Filing | New Filing | | | | | | | |
| | | | IDENTIFICA' | ΓΙΟΝ DATA | | — !! !!!!!!!! | 11 1. 11 1. 111. 111 | 1111 HM 111 HM |
| 1. Enter the informati | | <u>.</u> | | | | | | |
| Name of Issuer (L | _ check if this is an | amendment and name | has changed, a | nd indicate chang | ge.) | | 100) 111 11 11 11 11 11 11 11 11 11 11 11 1 | 41601 WEBS WAT 1661 |
| Waterton Fu | ınd IX Invest | ors 2007, L.L.(| C. | | | (| 0707841 | 11 |
| Address of Executive | Offices | (Number and S | Street, City, Sta | ate, Zip Code) | Telephone l | Vui | :: | |
| 30 South Wac | ker Drive, Suite | 3600, Chicago, 1 | Illinois 60 | 606 | 312-948 | 8-4500, fax | : 312-94 | <i>18-4501</i> |
| Address of Principal 1 | Business Operations | (Number and S | Street, City, St | ate, Zip Code) | Telephone l | Number (Includ | ling Area (| Code) |
| (if different from Exe | cutive Offices) 1 Nor | th Franklin Street, Suite | 1150, Chicago, I | Uinois 60606 | 312-948 | 8-4500 | | |
| Brief Description of E | Business | | | | | | | |
| Real Estate In | vestment Fund | | | | | | | |
| Type of Business Org | anization | | | | | | | |
| corporation | limited partne | rship, already formed | ⊠ LLC, | already formed | Ë | other (please | specify (|)CESSE |
| business trust | limited partne | rship, to be formed | ☐ LLC, | to be formed | | | | _ |
| | | | Month | Year | | ecember 1 | 9, 2008E | P 2 6 2007 |
| Actual or Estimated D | Date of Incorporation | or Organization: | 1 2 | 0 6 | Actual | Estima | ited | MORING |
| Jurisdiction of Incorpo | oration or Organizati | on: (Enter two-letter U CN for Canada; | | | | | DE | INANCIAL |
| CENEDAL INSTDI | CTIONS | | | | | | | |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8 Last Revision Date: 09/18/2007 10:00 AM

| | | A. BASIC IDENTI | FICATION DATA | | |
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| 2. Enter the information req | | | | | |
| Each promoter of the is | | | | | |
| Each beneficial owner l securities of the issuer; | naving the power | to vote or dispose, or dir | ect the vote or disposition | on of, 10% or r | nore of a class of equity |
| | | - - | rporate general and man | aging partners | of partnership issuers; and |
| Each general and mana | ging partner of p | artnership issuers. | | | |
| Check Box(es) that Apply: | ⊠ Promoter | Beneficial Owner | ☐ Executive Officer | ☐ Director | ⊠Managing Member |
| Full Name (Last name first, Waterton Associates | | linois LLC ("WALI | .C") | | |
| Business or Residence Addr 30 South Wacker Di | • | - | - | | |
| Check Box(es) that Apply: | Promoter | ☑ Beneficial Owner Of WALLC | Executive Officer of WALLC | Director | |
| Full Name (Last name first, Schwartz, David R. | if individual) | | | | |
| Business or Residence Addr 30 South Wacker Di | • | • | • | | |
| Check Box(es) that Apply: | Promoter | ■ Beneficial Owner Of WALLC | Executive Officer of WALLC | Director | ⊠Managing Member Of WALLC |
| Full Name (Last name first, Vilim, Peter M. | if individual) | | | | |
| Business or Residence Addr | | | <u>-</u> | | |
| 30 South Wacker Di | rive, Suite 360 | 00, Chicago, Illinois | 60606 | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer Of WALLC | Director | ☐ Managing Member |
| Full Name (Last name first, Swerdlow, Marc J. (| | ce President of WAL | LC) | | |
| Business or Residence Addr | • | • | • | | |
| 30 South Wacker Di | rive, Suite 360 | 00, Chicago, Illinois | 60606 | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer Of WALLC | Director | ☐Managing Member |
| Full Name (Last name first, Walczyk, Craig G. (| | ial Officer of WALL | . <i>C</i>) | | |
| Business or Residence Addr | ess (Number ar | nd Street, City, State, Zip | Code) | | |
| 30 South Wacker Di | rive, Suite 360 | 00, Chicago, Illinois | 60606 | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | ☐ Executive Officer | Director | Managing Member |
| Full Name (Last name first, | if individual) | | | | |
| Business or Residence Addr | ess (Number ar | nd Street, City, State, Zip | Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | Managing Member |
| Full Name (Last name first, | if individual) | | | | |
| Business or Residence Addr | ess (Number ar | nd Street, City, State, Zip | Code) | | |
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2 of 8

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| 1 Hac | the iccuer | sold or d | nes the issu | er intend | to sell to n | ion-accredi | ited investo | ors in this c | offering? | | | Yes | No ⊠ | | |
| Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? * Managing Member has the authority to accept a lower amount than \$100,000. 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 500 Skokie Boulevard, Suite 525, Northbrook, Illinois 60062-2830 | | | | | | | | | | | | | | | |
| 2 117 | a ta da an | | | | | | | | | | • | | <u>0,000*</u> | | |
| | | | * Manag | ging Mem | ber has th | e authorit | y to accep | t a lower d | mount the | an \$100,00 | 00. | Yes ⊠ | No | | |
| 3. Doe | es the offer | ing permit | joint owne | rship of a | single unit | ? | · · · · · · · · · · · · · · · · · · · | | | | | | | | |
| com If a state sucl | nmission or person to e or states, h a broker | similar re be listed is list the nar or dealer, | muneration an associa ne of the bi you may se | for solicit ted persor oker or de t forth the | ation of pur or agent caler. If mor | rchasers in of a broker re than five | or dealer in (5) person | n with sales registered v is to be liste | of securities with the SE ed are asso | es in the offe C and/or v | ering. vith a | | | | |
| Full Nam | e (Last nar | ne first, if | individual) | l | | | | | | | | | | | |
| 500 S Name of | Associated | oulevara Broker or | , Suite 5 | 25, Nort | thbrook, | = | | 2830 | | | | | | | |
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| | | | | | nds to Solid | cit Purchas | ers | | | | | | States | | |
| (Check □AL | state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Il Name (Last name first, if individual) Isiness or Residence Address (Number and Street, City, State, Zip Code) 500 Skokie Boulevard, Suite 525, Northbrook, Illinois 60062-2830 Interior of Associated Broker or Dealer Chauner Securities, Inc. (CRD #10075) Interior of CRD #10075) Interior of CRD #10075 Interio | | | | | | | | | | | | | | |
| $\boxtimes \mathtt{IL}$ | usiness or Residence Address (Number and Street, City, State, Zip Code) 500 Skokie Boulevard, Suite 525, Northbrook, Illinois 60062-2830 ame of Associated Broker or Dealer Chauner Securities, Inc. (CRD #10075) tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC FL GA HI III III IIA KS KY LA ME MD MA MI MI MI MI MT DE NV NH NJ DNM NY NC DD MO DH DK DE RI SC SD TN TX MUT NT DV MA DW MV | | | | | | | | | | | | | | |
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| Business | or Residen | ce Address | s (Number | and Street | | | | 5237 | | | <u> </u> | | | | |
| | | | | CRD #75 | 5 <i>97)</i> | | ,,, | | | | | | | | |
| States in | Which Per | son Listed | Has Solici | ed or Inte | nds to Solid | cit Purchas | ers | | - | | | | | | |
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| Thon | nas M. N | ixon & . | Associat | es, Inc. (| CRD #1 | 7047) | _ | | | | | | | | |
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| | | | Ans | wer also ii | n Appendix | , Column | 2, if filing | under ULO | DE. | | \$ | 10 | 0,000* | |
| 2. Wh | at is the m | inimum in | vestment th | at will be | accepted fr | om any inc | dividual? | , | | | | Yes | No | |
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| Business or Residence Address (Number and Street, City, State, Zip Code) One National Life Drive, Montpelier, Vermont 05604 Name of Associated Broker or Dealer Equity Services, Inc. (CRD #265) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL MAK MAZ MAR MCA MCO MCT MDE MDC MFL MGA MF MIL MIN MIA MKS MKY MLA ME MMD MMA MI MMN MM MMT MNE MNV MNH MNJ MNM MNY MNC MDD MOH MOK MCC | | | | | | | | | | | | | | |
| If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) One National Life Drive, Montpelier, Vermont 05604 Name of Associated Broker or Dealer Equity Services, Inc. (CRD #265) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR ACA CO CT DE DE DC FL AG AE ALL AR AR AZ AR ACA CO CT DE DM AM AMI MM A | | | | | | | | | | | | | | |
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| David | d Sherm | an & Co | mpany (| | | | | | | | | | | |
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| **Managing Member has the authority to accept a lower amount than \$100,000. 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) One National Life Drive, Montpelier, Vermont 05604 Name of Associated Broker or Dealer Equity Services, Inc. (CRD #265) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) MIL MIN MIA MAS MAZ MAR MAD MIA MIN | | | | | | | | | | | | | | |
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| | | | Ans | wer also i | n Appendix | c, Column | 2, if filing | under UL | DE. | | • | 100 000 | u 4 | | |
| 2. Wi | hat is the m | inimum in | | | | | • | | | ••••• | - | 100,000 Yes No | | | |
| | | | * Mana | ging Mem | iber has th | e authorii | ty to accep | t a lower o | imount th | an \$100,00 | 00. | | | | |
| 3. Do | es the offer | ring permi | t joint own | ership of a | single unit | t? | | | | | | | | | |
| cor If a sta suc | mmission of a person to te or states, th a broker | r similar re be listed is list the na or dealer, | muneration s an associa me of the b you may s | n for solicit ated person roker or de et forth the | tation of pu n or agent o caler. If mo | rchasers in of a broker ore than five | connection or dealer e (5) person | n with sales registered as to be list | of securition of securities of | es in the offe EC and/or w | ring. /ith a | | | | |
| Full Nam | ne (Last nai | me first, if | individual |) | | | | | | | | | | | |
| 35-9 | 00 Bob I | Hope Dr | ive, Suite | | _ | _ | | 92270 | | | | | _ | | |
| Fina | ncial Go | al Secui | ities, Ind | :. <i>(CRD</i> | #19066) | | | | | | | | | | |
| States in | Which Per | son Listed | Has Solici | ted or Inte | nds to Soli | cit Purchas | sers | ··· · · · · · · · · · · · · · · · · · | <u></u> | | | | _ | | |
| □AL | ame of Associated Broker or Dealer Financial Goal Securities, Inc. (CRD #19066) ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL | | | | | | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL | | | | | | | | | | | | | | | |
| Business | or Residen | ce Addres | s (Number | and Street | • | - | | | | | | | | | |
| | | | | nc. (CR) | D #14038 | 83) | | | | | | | | | |
| States in | Which Per | son Listed | Has Solici | ted or Inte | nds to Solie | cit Purchas | ers | | | · | | | _ | | |
| Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? | | | | | | | | | | | | | | | |
| | | | _ | | | | | | | | | ⊠ID Mvo | | | |
| | | | | | | | | | | | | ⊠mo ⊠pa | | | |
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| | | | • | | | • | | 94104 | | | | | | | |
| | | | | a (CRD | #6082) | | | | | | | | | | |
| | | | | | | cit Purchas | sers | | | | | | | | |
| • | k "All State | | | | | Дст | DE | ⊠DC | ⊠FL | ⊠GA | ⊠ні | ☐ All State | S | | |
| ⊠AL ⊠IL | ⊠in □ak | ⊠AZ ⊠IA | ∏AR ∏KS | ⊠CA □KY | ⊠co ⊠LA | ⊠ME | MD □DE | ⊠MA | ⊠wı | ⊠MN | □MS | ⊠MO | | | |
| ⊠MT | ⊠ne | ⊠nv | □NH | ⊠nj | ⊠nm | Ми⊼ | ⊠nc | □ND | ⊠он | □ок | ⊠or | ⊠PA | | | |
| ⊠RI | □sc | □SD | ⊠TN | ⊠TX | _ ⊠UT | VT | ■VA | ⊠WA | □w∨ | ⊠WI | ₩Y | □PR | | | |

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| | | <u> </u> | | B. I | NFORMA | TION AB | OUT OFF | ERING | | | | | | | |
|--|---|--|--|--|--|--|--|--|--|--------------------------------|----------------|----------|-------|--|--|
| 1 Hac | Rusiness or Residence Address (Number and Street, City, State, Zip Code) 2682 Bishop Drive, Suite 123, San Ramon, California 94583 Name of Associated Broker or Dealer LSY, Inc., d/b/a American Investors Company (CRD #38) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | | | | | |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? **Managing Member has the authority to accept a lower amount than \$100,000. 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 2682 Bishop Drive, Suite 123, San Ramon, California 94583 Name of Associated Broker or Dealer LSY, Inc., d/b/a American Investors Company (CRD #38) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or cheek individual States) ALL AR | | | | | | | | | | | | | | | |
| Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? **Managing Member has the authority to accept a lower amount than \$100,000. 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **Gull Name (Last name first, if individual)* **Business or Residence Address (Number and Street, City, State, Zip Code)* **2682 Bishop Drive, Suite 123, San Ramon, California 94583* Name of Associated Broker or Dealer **LSY, Inc., d/b/a American Investors Company (CRD #38)* **States in Which Person Listed Has Solicited or Intends to Solicit Purchasers **(Check "All States" or check individual States)* **[All AK SAZ SAR SAC SCO SCT SDE SDC FL SGA SHI SMT DA SWT SAR SWT SAR SWT SAR SWT | | | | | | | | | | | | | | | |
| | | | * Manaş | ing Mem | ber has th | e authorit | y to accep | t a lower d | mount th | an \$100,00 | 0. | Yes ⊠ | No | | |
| * Managing Member has the authority to accept a lower amount than \$100,000. 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 2682 Bishop Drive, Suite 123, San Ramon, California 94583 Name of Associated Broker or Dealer LSY, Inc., d/b/a American Investors Company (CRD #38) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | | | | | | |
| com If a state sucl | nmission of person to e or states, h a broker | similar re be listed is list the nar or dealer, | muneration an associane of the brown of the | for solicit ted persor oker or de t forth the | ation of pu or agent o aler. If mo | rchasers in of a broker re than five | connection or dealer in (5) person | n with sales registered v ns to be liste | of securitie with the SE ed are asso | es in the offer EC and/or w | ring. ith a | | | | |
| Full Nam | e (Last nai | ne first, if | individual) | | | | | | | | | | | | |
| 2682 Name of . | Bishop Associated | Drive, S Broker or | uite 123, Dealer | San Ra | mon, Ca | lifornia | 94583 | | | | | | | | |
| States in V | Which Per | son Listed | Has Solicit | ed or Inter | nds to Solid | it Purchas | ers | | | | | | | | |
| (Check ⊠AL ⊠IL ⊠MT | state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Susiness or Residence Address (Number and Street, City, State, Zip Code) 2682 Bishop Drive, Suite 123, San Ramon, California 94583 Name of Associated Broker or Dealer LSY, Inc., d/b/a American Investors Company (CRD #38) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ALL AK AZ AR ACA CO CT DE DC FL GA HI ALL BIN BIA KS KY LA ME MM | | | | | | | | | | | | | | |
| | | | | | <u> </u> | ØIVI_ | | Δ,42 | | <u> </u> | | | | | |
| | (2001 1 | | , | | | | | | | | | | | | |
| | | <u></u> | | and Street | , City, Stat | e, Zip Coo | le) | | | | | | | | |
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| | | | | | | | | | | | | | | | |
| Business | or Residen | ce Addres | (Number | and Street | , City, Stat | e, Zip Coo | le) | . · · | | | | | | | |
| | | | | | | | | | | | | | | | |
| Name of | Associated | Broker or | Dealer | | | | | _ | | | | | _ | | |
| States in ' | Which Per | son Listed | Has Solici | ed or Inte | nds to Solie | cit Purchas | ers | <u>. </u> | - | | | | | | |
| | | | k indiviđua | | | | | | | | | ☐ All | | | |
| □AL | ∏AK | □AZ | □AR | □CÁ | □co | CT | DE | □DC | □FL | □GA | HI | | D | | |
| □IL | ПIИ | □IA | □KS | ШKY | □LA | □ME | □MD | □MA | □MI | MN | ∐MS | | | | |
| □MT □RI | ∏яс ∏sc | □NV □SD | □nh □Tn | □nj □тx | Ми∏ TU∏ | ∏NY ∏VT | □NC □VA | □ND □WA | <u></u> М∨ | □wī □oĸ | □OR □WY | | | | |

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \[\subseteq and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | | |
|----|---|-----|-----------------------------|--|
| | Type of Security | | Aggregate Offering Price | Amount Already Sold |
| | Debt | \$_ | 0 | \$ |
| | Equity | \$_ | 0 | \$ 0 |
| | Common Preferred | | | |
| | Convertible Securities (including warrants) | \$_ | | \$ 0 |
| | Partnership Interests | \$_ | | \$ 0 |
| | Other (Specify: LLC Interests Class A and B) | \$_ | 35,800,000 | \$ 31,975,000 |
| | Total | | | |
| | Answer also in Appendix, Column 3, if filing under ULOE. | _ | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | Number of Investors | Aggregate Dollar Amount of Purchases |
| | Accredited Investors | \$_ | 158 | \$ 31,975,000 |
| | Non-accredited Investors | \$ | 0 | \$ 0 |
| | Total (for filings under Rule 504 only) | \$ | 158 | \$ 31,975,000 |
| | Answer also in Appendix, Column 4, if filing under ULOE. | - | | |
| 3. | If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. | | Type of | Dollar Amount |
| | Type of offering | | Security | Sold |
| | Rule 505 | _ | 0 | \$ |
| | Regulation A | _ | 0 | \$ |
| | Rule 504 | _ | | \$ |
| | Total | _ | 0 | \$ 0 |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | | |
| | Transfer Agent's Fees | | 🛛 | \$ 0 |
| | Printing and Engraving Costs | | | \$ 8,000 |
| | Legal Fees (And Blue Sky Fees) | | _ | 187,000 |
| | Accounting Fees (Prior Performance Tables) | | | \$ 5,000 |
| | Engineering Fees | | | |
| | Sales Commissions (specify finders' fees separately) 8% of Aggregate Offering to B | | | 2,864,000 |
| | Other Expenses (identify) | | _ | |
| | Total | | | 3,064,000 |
| | | | | |

| C. OFFERING PRICE, NUMBER | R OF INVESTORS, EXPENSES | S AND US | E OF PROCEEDS | |
|---|--|-------------|---|-----------------------|
| b. Enter the difference between the aggregate offerin Question 1 and total expenses furnished in response to Par "adjusted gross proceeds to the issuer." | rt C - Question 4.a. This difference i | s the | \$_ | <u> 32,736,000</u> |
| 5. Indicate below the amount of the adjusted gross proceeds for each of the purposes shown. If the amount for any pu and check the box to the left of the estimate. The total adjusted gross proceeds to the issuer set forth in response | rpose is not known, furnish an esti- of the payments listed must equa | mate | | |
| | | 1 | Payments to Officers, Directors, & Affiliates | Payments To Others |
| Salaries and fees | | ⊠ \$ | | |
| Purchase of real estate-Investment in RE Joint Venture | w/Investment in Real Estate | ⊠ \$ | <i>Q</i> ⊠ \$_ | 32,222,222 |
| Purchase, rental or leasing and installation of machinery a | and equipment | ⊠ \$ | | 0 |
| Construction or leasing of plant buildings and facilities | ······ | ⊠ \$ | | 0 |
| Acquisition of other businesses (including the value of se hat may be used in exchange for the assets or securities or | curities involved in this offering of another issuer pursuant to a | | | |
| nerger | | ⊠ \$ | | |
| Repayment of indebtedness | | ⊠ \$ | | |
| Working capital | | ⊠ \$ | | 201,278 |
| Other (specify) Credit Facility Arrangement Fee to M | anaging Member** | □\$ | 312,500 ⊠ \$ | |
| Column Totals | | | | |
| | | | | |
| Total Payments Listed (column totals added) | | \boxtimes | \$32,736,000 | <u> </u> |
| | . FEDERAL SIGNATURE | | | |
| The issuer has duly caused this notice to be signed by the un ignature constitutes an undertaking by the issuer to furnish information furnished by the issuer to any non-accredited | to the U.S. Securities and Excha | nge Commi | ssion, upon written requ | |
| ssuer (Print or Type) | Signature | | Date | 6 |
| Waterton Fund IX Investors 2007, L.L.C. | | | Septen | nher 18,200 |
| - · · · · · · · · · · · · · · · · · · · | Title of Signer (Print or Type) | | V | |
| Peter M. Vilim | Managing Member of V | | | , |
| | the Managing Member | of the Is. | suer | |

| ΔΙ | 11 | - P | JI | Iľ | ٦N | J |
|----|----|-----|----|----|----|---|

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | | | | | ; = 2° | : . | ٠ | | _ | · . | | | | | | | _ |] |] |] | • | | |] | 1 | E | E | ₹. | . S | ST. | Ά | T | E | | S | 1 | G | ì | N | Α | ľ | ΓΊ | J) | R | E | | | | , | | - | | | | | - | | | | | 7 |
|---|----|------|------|--------|---------|---------|-------|-------|-------|-------|-----|----|-----|-----|----|----|----|----|---|----|---|---|----|---|----|---|---|----|-----|------|-----|-----|----|----|----|---|-----|----|-----|----|----|-----|----|----|-----|----|----|-----|----|-----|---|--|--|------|--------------------|---|----|--------|---|---------|---|
| 2 | 1. | Is a | ny p | arty (| describ | ed in 1 | 17 CF | R 231 | 0.262 | pres | ent | tl | tly | lly | ly | ly | ly | ly | у | у | у | Ŋ | ly | у | у | / | | S | ul | bje | ect | t t | to | 5 | aı | ŋ | у | c | oi | f۱ | th | e | d | di | sq | լս | ıa | lif | īC | ati | - | | | | le? NS . | | Ye | s] | N |] 10 | _ |
| | | | | | | | | | | See A | App | pε | pε |)e |)e | e | e | e; | e | eı | e | e | e | e | er | n | n | ıd | diz | x, (| Co | ol | lu | ın | n | n | . 5 | 5, | , 1 | fc | ÌΓ | . 5 | té | at | e : | re | es | pc | n | se. | | | | | | | | | | | |

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) Waterton Fund IX Investors 2007, L.L.C. | Signature Dat | okember 18,200 | | | |
|--|--|----------------|--|--|--|
| Name of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| Peter M. Vilim | Managing Member of Waterton Associates L.L.C., | | | | |
| · | the Managing Member of the Issuer | | | | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Last Revision Date: 06/05/2007 9:10 AM

APPENDIX

| 1 | | 2 | 3 4 | | | | | | 5 | |
|-------|--------------------|---|--|---|--------------|--|--|------------------------------|---------|--|
| | to non- investo | d to sell accredited rs in State B-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | Waterton Fund IX Investors 2007, L.L.C. Type of investor and amount purchased in State (Part C-Item 2) | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | | |
| State | Yes | No | LLC Interests | Number of Accredited Investors | \$ Amount | Number of Non-Accredited Investors | \$ Amount | N/A Pursuant to NSMIA Yes No | | |
| AL | | Х | \$ | | | | | | | |
| AK | | X | \$ | | | | <u></u> - | | | |
| AZ | | х | \$ | | | | | | | |
| AR | | X | \$ 35,800,000 | 1 | 75,000 | | ······································ | | <u></u> | |
| CA | | х | \$ 35,800,000 | 44 | 4,900,000 | | <u> </u> | | | |
| СО | | х | \$ 35,800,000 | 1 | 200,000 | | | | | |
| СТ | | Х | \$ 35,800,000 | 1 | 100,000 | | | | - | |
| DE | | х | \$ | | | | · | | | |
| DC | | Х | \$ | | | | | | | |
| FL | | Х | \$ 35,800,000 | 11 | 12,100,000 | | | | | |
| GA | | х | \$ | | | | | | | |
| HI | | х | \$ | | | | | | | |
| ID | | х | \$ | | | | | | | |
| IL | | х | \$ 35,800,000 | 47 | 10,250,000 | | | | | |
| IN | | X | \$ 35,800,000 | 1 | 50,000 | | | | | |
| IA | | Х | \$ | | | | | | | |
| KS | | Х | \$ | | | . <u></u> | | | | |
| KY | | х | \$ | 1 | | | | | | |
| LA | | x | \$ | | | | _ | | | |
| ME | | × | \$ | | <u>.</u> | | | | | |
| MD | | Х | \$ 35,800,000 | 3 | 150,000 | | | | | |
| MA | | X | \$ 35,800,000 | 6 | 550,000 | | | | | |
| MI | ļ <u>-</u> | Х | \$ 35,800,000 | 14 | 1,050,000 | | · ·· | | | |
| MN | | X | \$ | | | _ | | | | |
| MS | | X | \$ | | | | | | | |
| МО | | Х | \$ | | | | | | | |
| MT | | х | \$ 200,000 | 1 | 200,000 | | | | | |

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APPENDIX

| 1 | | 2 | 3 | 4 | | | | 5 | |
|---------|----------------|------------------------|------------------|---|------------|--------------------------|--------------------------------|------------------|----|
| | | | | | | Disqualification | | | |
| | Type of securi | | | Waterton Fund IX Investors 2007, L.L.C. | | | | under State ULOE | |
| | | d to seli | offering price | Type of investor and | | | (if yes, attach explanation of | | |
| | | accredited rs in State | offered in state | amount purchased in State | | | | waiver granted) | |
| | | 3-Item 1) | (Part C-Item 1) | (Part C-Item 2) | | | (Part E-Item 1) | | |
| | | | LLC | Number of Accredited \$ Non-Accredited \$ | | N/A Pursuant to NSMIA | | | |
| State | Yes | No | Interests | Investors | Amount | Investors | Amount | Yes | No |
| NE | | Х | \$ | | | | | | |
| NV | | Х | \$ | | | | | | |
| NH | | Х | \$ | | | | | | |
| NJ | | х | \$ 35,800,000 | 1 | 100,000 | | | | |
| NM | | х | \$ | | | | | | |
| NY | | Х | \$ 35,800,000 | 5 | 700,000 | | | | |
| NC | | Х | \$ 35,800,000 | 1 | 100,000 | | | | |
| ND | | Х | \$ | | | | | | |
| ОН | | х | \$ | | | | | | |
| OK | | Х | \$ | | | | | | |
| OR | | × | \$ 35,800,000 | 1 | 50,000 | | | | |
| PA | | х | \$ 35,800,000 | 12 | 850,000 | | | | |
| RI | | Х | \$ | | | | | | |
| SC | | Х | \$ | | | | | | |
| SD | | Х | \$ | | | | | | |
| TN | | Х | \$ 35,800,000 | 3 | 150,000 | | | | |
| TX | | х | \$ | | | | | | |
| UT | | Х | \$ | | | | | | |
| VT | | х | \$ | | | | | | |
| VA | | Х | \$ | | | | | | |
| WA | | х | \$ | | | | | | |
| wv | | Х | \$ | | , , | | | | |
| WI | | Х | \$ 35,800,000 | 5 | 400,000 | | | | |
| WY | | Х | \$ | | | | | | |
| PR | | X | \$ | | | | | ~17 | |
| FOR | | Х | \$ | | | | | 260 |) |
| Totals: | | | As of 9/17/07 | 158 | 31,975,000 | | | 172 C | |

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